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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

January 20, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of January 10, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: GATX Rail Locomotive Group, L.L.C.  
4 Embarcadero Center, Suite 2100  
San Francisco, CA 94111

Lessee: Edward C. Levy Co., Inc.  
8800 Dix Avenue  
Detroit, MI 49209

Section Chief  
January 20, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

1 SW1000 locomotive: GMTX 79.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JAN 20 '11 -2 15 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of January 10, 2011

between

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,

as Lessor,

and

EDWARD C. LEVY CO., INC.

as Lessee.

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 10, 2011, between GATX RAIL LOCOMOTIVE GROUP, L.L.C. ("Lessor"), Four Embarcadero Center, Suite 2100, San Francisco, CA 94111, and EDWARD C. LEVY CO., INC. ("Lessee"), 8800 Dix Avenue, Detroit, MI 49209, with reference to the following:

1. Pursuant to that certain Locomotive Lease Agreement dated March 17, 2010, between Lessor and Lessee (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, one SW1600 locomotive with road number GMTX 79 (the "Unit").
2. The Lease is effective as of March 17, 2010 and as of such date the Unit is subject to all terms and conditions of the Lease.
3. In consideration for the rights granted to Lessee under Amendment No. 1 to the Lease and the waiver of certain obligations of Lessee thereunder, the sufficiency of which Lessee hereby acknowledges, Lessee hereby confirms and grants Lessor a first priority security interest in the Unit.
4. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,  
as Lessor

By: 

Name: Eileen Raphael

Title: Vice President, Business Operations

EDWARD C. LEVY CO., INC.  
as Lessee

By: 

Name: Malcolm Donbar

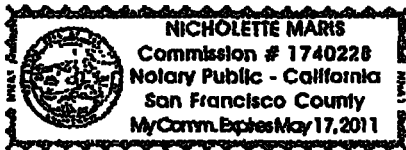
Title: Vice President, Procurement

STATE OF CALIFORNIA       )  
  )  
COUNTY OF SAN FRANCISCO   )

On January 10, 2011, before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Nicholette Maris  
Notary Public  
My Commission expires. May 17, 2011

STATE OF Michigan

)

) ss.

COUNTY OF Wayne

)

On this 11 day of January, <sup>2011</sup>~~2008~~, before me, Judith A. Jerzewski, the undersigned Notary Public, personally appeared Marko Dunbar personally known to me to be the person who executed the within instrument as V.P. Procurement on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Judith A. Jerzewski  
Notary Public

My commission expires:

June 8, 2012

JUDITH A. JERZEWSKI  
NOTARY PUBLIC, STATE OF MI  
COUNTY OF WAYNE  
MY COMMISSION EXPIRES JUN 8, 2012  
ACTING IN COUNTY OF Wayne

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/20/11



\_\_\_\_\_  
Robert W. Alvord